

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,**

Plaintiff,

v.

**LIVE WELL FINANCIAL, INC.,
MICHAEL C. HILD,
ERIC ROHR, and
DARREN STUMBERGER,**

Defendants.

Civil Action No. 1:19-cv-8086

**PLAINTIFF’S MOTION FOR ENTRY OF CONSENT
JUDGMENTS AGAINST DEFENDANTS ROHR AND STUMBERGER**

Plaintiff United States Securities and Exchange Commission (“SEC”) respectfully asks that the Court enter the attached Judgments against Defendants Eric Rohr and Darren Stumberger. In support of this motion, the SEC states as follows:

1. On August 29, 2019, the SEC filed a Complaint against Defendants Live Well Financial, Inc., Michael C. Hild, Eric Rohr, and Darren Stumberger. The SEC alleges that the defendants violated and/or aided and abetted violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)], Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)].

2. Defendant Rohr has agreed to resolve certain issues in this case by entry of the attached Judgment. (*See* Ex. 1, Consent of Defendant Eric Rohr.) In his Consent, Rohr waives service of a summons and the complaint, enters a general appearance, and admits the Court’s jurisdiction over him and over the subject matter of this action.

3. Rohr also consents to the entry of the attached Judgment against him. (*Id.*) The attached Judgment permanently restrains and enjoins Rohr from violating Section 10(b) of the Exchange Act, Rule 10b-5 thereunder, and Section 17(a) of the Securities Act. (*See* Ex. 2, Proposed Judgment against Defendant Rohr.) In addition, Rohr agrees that, upon motion of the SEC, the Court shall determine whether to impose an officer and director bar against him under Section 20(e) of the Securities Act and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 77t(e); 15 U.S.C. § 78u(d)(2)]. Rohr also consents to the Court determining whether to impose a civil penalty and/or order disgorgement of ill-gotten gains under Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 77t(d); 15 U.S.C. § 78u(d)(3)] and, if so, the amounts of the disgorgement and/or civil penalties. (*See* Ex. 2.)

4. Defendant Stumberger has also agreed to resolve certain issues in this case by entry of the attached Judgment against him. (*See* Ex. 3, Consent of Defendant Stumberger.) In his Consent, Stumberger waives service of a summons and the complaint, enters a general appearance, and admits the Court's jurisdiction over him and over the subject matter of this action.

5. Stumberger also consents to the entry of the attached Judgment against him. (*Id.*) The attached Judgment permanently restrains and enjoins Stumberger from violating Section 10(b) of the Exchange Act, Rule 10b-5 thereunder, and Section 17(a) of the Securities Act. (*See* Ex. 4, Proposed Judgment against Defendant Stumberger.) In addition, Stumberger agrees that, upon motion of the SEC, the Court shall determine whether to impose a civil penalty and/or order disgorgement of ill-gotten gains under Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 77t(d); 15 U.S.C. § 78u(d)(3)] and, if so, the amounts of the disgorgement and/or civil penalties. (*See* Ex. 4.)

6. The Commission anticipates filing its motion for remedies against Defendants Rohr and Stumberger after the merits of the case are resolved against the other two defendants. In the meantime, however, Defendants Rohr and Stumberger have agreed to the relief set forth in the attached Judgments being imposed now. The SEC accordingly asks that the Court enter those Judgments against them.

WHEREFORE, the SEC respectfully asks that the Court enter the attached Judgments against Defendants Rohr and Stumberger.

Dated: August 29, 2019

Respectfully submitted,

/s/ Robert K. Gordon

Robert K. Gordon*

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*Motion for *pro hac vice* admission pending

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CERTIFICATE OF SERVICE

I hereby certify that on August 29, 2019, a copy of the foregoing Motion for Entry of Consent Judgments Against Defendants Rohr and Stumberger was served on counsel for Defendants by emailing and sending by overnight delivery a copy of the motion to:

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/s/ Robert K. Gordon

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